

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION**

In re

Perpetua-Burr Oak Holdings of Illinois, L.L.C.
and Perpetua, Inc.,

Debtor.

Chapter 11

Case No. 09-34022
(Jointly Administered)

Honorable Pamela S. Hollis

Hearing Date:
Hearing Time:
Objection Deadline: _____

**NOTICE OF HEARING ON PERKINS COIE LLP'S
SECOND SUPPLEMENT TO ITS FOURTH AND FINAL APPLICATION FOR
ALLOWANCE AND PAYMENT OF COMPENSATION AND REIMBURSEMENT OF
EXPENSES**

PLEASE TAKE NOTICE that on **Thursday February 23, 2012 at 10:30a.m.** or as soon thereafter as counsel may be heard, we will appear before the Honorable Pamela S. Hollis, or any other judge sitting in her stead, in Courtroom 644 of the Dirksen Federal Building, 219 S. Dearborn St., Chicago, Illinois, and present **Perkins Coie LLP's Second Supplement to Its Fourth and Final Application for Allowance and Payment of Compensation and Reimbursement of Expenses**, which was filed with the Court on February 6, 2012.

Dated: February 6, 2012

Respectfully submitted,

THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS

By: /s/ Daniel A. Zazove
One of Their Attorneys

Daniel A. Zazove, ARDC No. 3104117
Kathleen A. Stetsko, ARDC No. 6297704
KStetsko@perkinscoie.com
Perkins Coie LLP
131 South Dearborn Street, Suite 1700
Chicago, IL 60603-5559
312.324.8400

CERTIFICATE OF SERVICE

Daniel A. Zazove, an attorney, hereby certifies that on February 6, 2012 he caused a copy of Perkins Coie LLP's Notice of Hearing on Perkins Coie LLP's Second Supplement to its final fee application to be served on the parties listed on the attached Service List as so indicated.

/s/ Daniel Zazove

PERKINS COIE LLP

Daniel A. Zazove (ARDC #3104117)

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SERVICE LIST – PERPETUA BURR-OAK

	Email Address	Method of Delivery
William T. Neary Office of the U.S. Trustee 219 S. Dearborn St., Room 873 Chicago, IL 60604-1702	USTPRegion11.ES.ECF@usdoj.gov	Court ECF notice
<i>Attorneys for Debtors</i> Kimberly A Bacher Robert M Fishman Richard A. Saldinger Brian L Shaw Shaw Gussis Fishman Glantz Wolfson Towbin 321 N. Clark Suite 800 Chicago, IL 60654	kbacher@shawgussis.com rfishman@shawgussis.com rsaldinger@shawgussis.com bshaw100@shawgussis.com	Court ECF notice/ Email
<i>Parties requesting electronic mail</i> Deidre Baumann Shelby H. Kanarish Steven J. Plotkin Darrell Phillips Bobbie Sanders	baumannesq@worldnet.att.net Shelby@walnerlaw.com sjplaw@sbcglobal.net revdrdlp@comcast.net rsanderson1954@sbcglobal.net mbryant@a-cubedllc.com tsanders1913@yahoo.com	Electronic mail

	Email Address	Method of Delivery
<i>All other parties requesting ECF notice</i> Sisavanh B. Baker Aaron R. Bilton Michael F. Bonamarte Carl B. Boyd Patience R. Clark Nathan F. Coco Joseph R. Curcio Yao O'Dinizulu Faith Dolgin Jamie G. Goldstein Kenneth T. Goldstein Blake W. Horwitz Gregory J. Jordan Dan Klein Robert D. Kreisman Clinton A. Krislov Vincent E. Lazar Anthony J. Masciopinto Scott C. Polman Elliot Pollock Joseph A. Power Aron D. Robinson Zachary K. Sims Thomas A. Jr. Zimmerman		Court ECF notice

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS
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In re

PERPETUA- BURR OAK HOLDINGS OF
ILLINOIS, L.L.C., *et al.*,

Debtor.

Chapter 11

Case No. 09-34022
Jointly Administered

**PERKINS COIE LLP'S SECOND SUPPLEMENT TO ITS
FOURTH AND FINAL APPLICATION FOR ALLOWANCE AND PAYMENT OF
COMPENSATION AND REIMBURSEMENT OF EXPENSES**

On July 15, 2011, Daniel A. Zazove and the partners, associates and paraprofessionals of Perkins Coie LLP (collectively "Perkins Coie"), as counsel for the Official Committee of Unsecured Creditors (the "Committee") submitted their Fourth and Final Application for Compensation and Reimbursement of Expenses for the period from January 1 through June 16, 2011, the date of confirmation of the Debtors' Plan. On August 17, 2011, the Court entered an order allowing fees and costs in the reduced total amount of \$120,255.69.

On July 22, 2011, Perkins Coie submitted a Supplement to Its Fourth and Final Application for Allowance and Payment of Compensation and Reimbursement of Expenses (the "First Supplement") for allowance and payment of additional legal fees in the amount of \$10,107.50 for 32.60 hours of service rendered to the Committee and for reimbursement of expenses advanced in the amount of \$188.55 through July 15, 2011. On August 19, 2011, the Court entered an order allowing those fees and costs in the total amount of \$10,296.05.

Perkins Coie now submits this Second Supplement to Its Fourth and Final Application for Allowance and Payment of Compensation and Reimbursement of Expenses (the "Second Supplement") for allowance and payment of additional legal fees in the amount of \$16,486.00

for 44.50 hours of service rendered to the Committee and for reimbursement of expenses of \$94.70 advanced on behalf of the Committee, that were not included in the previous applications, for the period through February 3, 2012 (the "Second Supplemental Period").

I. NATURE AND EXTENT OF THE SERVICES RENDERED AND COSTS INCURRED

A. Case Administration

1. During the Second Supplemental Period Perkins Coie devoted 23.6 hours having a value of \$5,445.00 to case administration.

Hours and Compensation Requested			
PROFESSIONAL/POSITION	HOURS	RATE	FEE
Zazove, Daniel A. (partner)	1.00	\$585.00	\$585.00
Stetsko, Kathleen A. (associate)	1.40	\$275.00	\$385.00
Maag, Mary Lou (paralegal)	18.90	\$210.00	\$3,969.00
Maag, Mary Lou (paralegal) as of January 1, 2012	2.30	\$220.00	\$506.00
TOTAL	23.60		\$5,445.00

B. Creditor Communications

2. During the Second Supplemental Period Perkins Coie recorded only 0.5 hours having a value of \$137.50 to creditor communications. Perkins Coie attorneys expended many additional hours with creditors for which it does not seek compensation.

Hours and Compensation Requested			
PROFESSIONAL/POSITION	HOURS	RATE	FEE
Stetsko, Kathleen A. (associate)	0.50	\$275.00	\$137.50
TOTAL	0.50		\$137.50

C. Court Appearances

3. During the Second Supplemental Period Perkins Coie devoted 6.8 hours having a value of \$3,555.00 to court appearances.

Hours and Compensation Requested			
PROFESSIONAL/POSITION	HOURS	RATE	FEE
Zazove, Daniel A. (partner)	5.00	\$585.00	\$2,925.00
Lambert Routson, Jade (associate)	1.00	\$410.00	\$410.00
Stetsko, Kathleen A. (associate)	0.80	\$275.00	\$220.00
TOTAL	6.80		\$3,555.00

D. Adversary Proceedings

4. During the Second Supplemental Period Perkins Coie devoted 1.3 hours having a value of \$357.50 to adversary proceedings.

Hours and Compensation Requested			
PROFESSIONAL/POSITION	HOURS	RATE	FEE
Stetsko, Kathleen A. (associate)	1.30	\$275.00	\$357.50
TOTAL	1.30		\$357.50

E. Plan Negotiations

5. During the Second Supplemental Period Perkins Coie devoted 8.8 hours having a value of \$5,067.50 to plan and confirmation, effectiveness and consummation.

Hours and Compensation Requested			
PROFESSIONAL/POSITION	HOURS	RATE	FEE
Carney, Demetrius E. (partner)	2.30	\$550.00	\$1,265.00
Zazove, Daniel A. (partner)	6.50	\$585.00	\$3,802.50
TOTAL	8.80		\$5,067.50

F. Claims Review - Adjudication

6. During the Second Supplemental Period Perkins Coie devoted 3.5 hours having a value of \$1,923.50 to Claims Review.

Hours and Compensation Requested			
PROFESSIONAL/POSITION	HOURS	RATE	FEE
Zazove, Daniel A. (partner)	3.10	\$585.00	\$1,813.50
Stetsko, Kathleen A. (associate)	0.40	\$275.00	\$110.00
TOTAL	3.50		\$1,923.50

G. Costs and Expenses

7. During the Second Supplemental Period Perkins Coie expended reimbursable costs for computer research, photocopying, and other expenses on behalf of the Committee aggregating \$94.70 as set forth on Exhibit A.

II. REASONABLENESS OF THE COMPENSATION REQUESTED

8. Perkins Coie submits that an allowance of compensation and reimbursement of expenses as requested for the Second Supplemental Period is reasonable and appropriate.

III. COMPLIANCE WITH SECTION 504

9. Other than as provided for and allowed by 11 U.S.C. § 504, there is no agreement between Perkins Coie and any other firm, person or entity for sharing or division of any compensation paid or payable to Perkins Coie.

IV. NOTICE

10. Notice of this Second Supplemental Application has been given to: (a) the Office of the United States Trustee; (b) counsel to the Debtors; (c) counsel to the Debtors' post-petition lenders; and (d) parties requesting notice in the Cases. In light of the creditor activity within these cases and the existence of the Committee the committee submits that no further notice is required. Based on the extent of the notice already provided and the lack of objection to its monthly statements, Perkins Coie respectfully requests that additional notice of the hearing on this Application be excused for good cause shown pursuant to Fed. R. Bankr. P. 2006(a)(6),

2002(i) and 9007.

WHEREFORE, Perkins Coie requests the entry of an order on this Second Supplemental Application, substantially in the form attached hereto, that:

- a. allows Perkins Coie \$16,486.00 in final compensation for fees not previously requested for services rendered through February 3, 2012;
- b. allows Perkins Coie \$94.70 in reimbursement of expenses advanced through February 3, 2012 not previously requested;
- c. directs the Debtors to pay Perkins Coie \$16,580.70 for fees and expenses not previously requested for services rendered through February 3, 2012;
- d. directs the Debtors to pay Perkins Coie any unpaid amounts previously allowed by order of the Court;
- e. deems the interim compensation previously awarded to be final and;
- f. provides Perkins Coie with such additional relief as may be appropriate under the circumstances.

Respectfully submitted,

By: s/ Daniel A. Zazove
One of the Attorneys for The Official
Committee of Unsecured Creditors

Daniel A. Zazove, ARDC No. 3104117
Kathleen A. Stetsko, ARDC No. 6297704
Perkins Coie LLP
131 South Dearborn Street, Suite 1700
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Dated: February 6, 2012

CERTIFICATE OF SERVICE

Daniel A. Zazove, an attorney, hereby certifies that on February 6, 2012 he caused a copy of Perkins Coie LLP's Second Supplement to Its Fourth and Final Application for Allowance and Payment of Compensation and Reimbursement of Expenses to be served on the parties listed on the attached Service List as so indicated.

/s/ Daniel Zazove

PERKINS COIE LLP

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<i>Attorneys for Debtors</i> Kimberly A Bacher Robert M Fishman Richard A. Saldinger Brian L Shaw Shaw Gussis Fishman Glantz Wolfson Towbin 321 N. Clark Suite 800 Chicago, IL 60654	kbacher@shawgussis.com rfishman@shawgussis.com rsaldinger@shawgussis.com bshaw100@shawgussis.com	Court ECF notice/ Email
<i>Parties requesting electronic mail</i> Deidre Baumann Shelby H. Kanarish Steven J. Plotkin Darrell Phillips Bobbie Sanders	baumannesq@worldnet.att.net Shelby@walnerlaw.com sjplaw@sbcglobal.net revdrdlp@comcast.net rsanderson1954@sbcglobal.net mbryant@a-cubedllc.com tsanders1913@yahoo.com	Electronic mail

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